

Section 4

Valuation analysis

Section 4

Valuation analysis

COR-EQTY0000241

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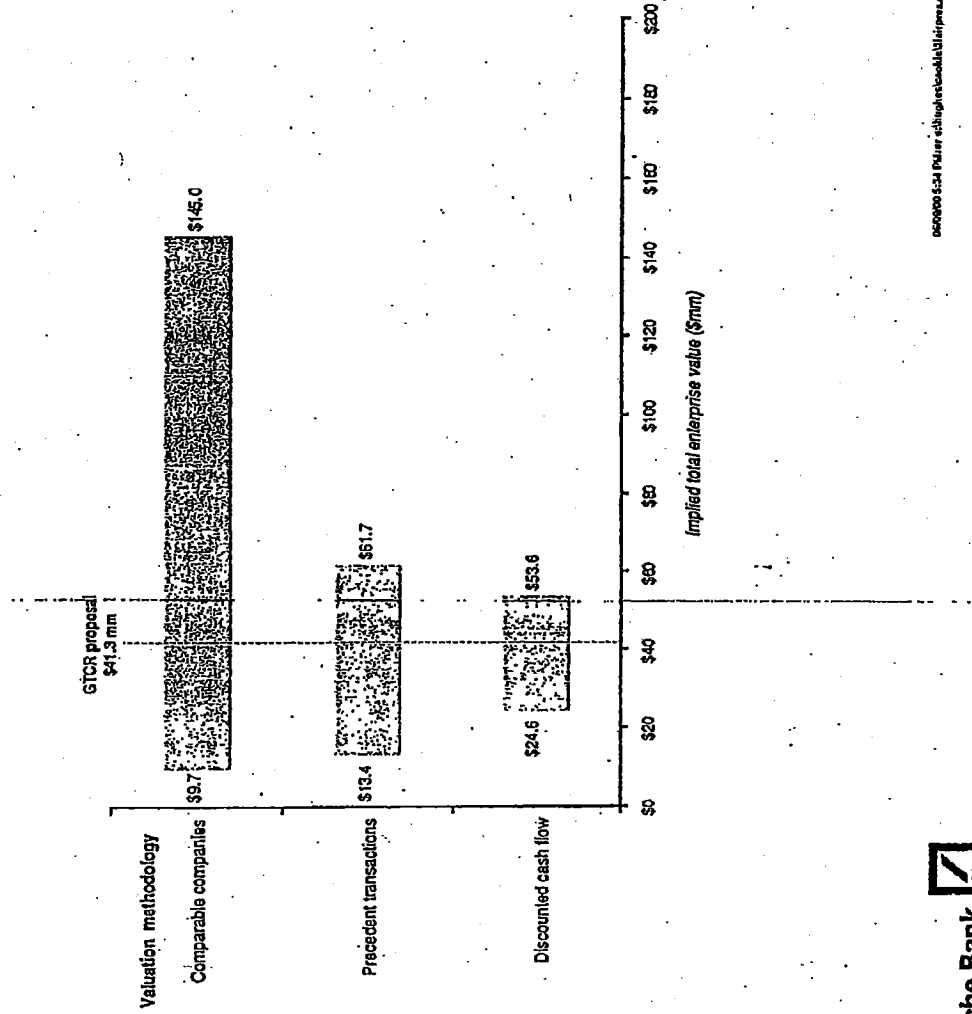
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Section 4

Valuation analysis

Preliminary valuation summary



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Summary data for selected PBM companies

Market statistics				Valuation benchmarks					
Company	Stock price 6/2/00	Equity value	Enterprise value	Enterprise value as a multiple of LTM			Equity value as a multiple of:		
				Revenue	EBITDA	EBIT	Trailing EPS	Cal. '00 EPS	Cal. '01 EPS
Advance Paradigm, Inc.	\$18.88	\$450.9	\$451.3	0.3x	11.2x	13.8x	24.7x	18.9x	14.5x
Caremark Rx, Inc.	6.00	1,205.8	2,448.4	0.7	12.2	13.6	20.9	13.6	10.3
Express Scripts, Inc.	53.81	2,129.4	2,632.6	0.6	10.6	15.0	28.1	23.1	18.1
ProVantage	12.19	221.2	210.3	0.3	8.0	11.6	16.2	16.7	14.5
Mean:				0.5x	10.5x	13.5x	22.5x	18.1x	14.3x
Median:				0.4	10.9	13.7	22.8	17.8	14.5
High:				0.7	12.2	15.0	28.1	23.1	18.1
Low:				0.3	8.0	11.5	16.2	13.6	10.3

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Section 4

Valuation analysis

Summary data for selected specialty distribution companies

Company	Market statistics			Valuation benchmarks					
	Stock price 6/2/00	Equity value	Enterprise value	Enterprise value as a multiple of LTM			Equity value as a multiple of:		
				Revenue	EBITDA	EBIT	Trailing	Cal. '00	Cal. '01
							EPS	EPS	EPS
Accredo Health, Incorporated	\$21.75	\$328.2	\$363.3	1.2x	18.5x	23.0x	46.0x	31.1x	25.6x
AmeriSource Health Corporation	25.25	1,297.8	1,961.4	0.2	9.9	10.9	15.6	12.9	11.0
Bergen Brunswig Corporation	5.25	706.0	2,374.0	0.1	8.0	10.0	9.5	7.9	6.2
Blindley Western Industries, Inc.	21.00	717.3	1,116.1	0.1	11.1	12.5	19.2	16.0	13.5
Cardinal Health, Inc.	63.56	18,469.6	20,000.6	0.8	14.6	17.8	29.4	22.7	19.1
Chronimed, Inc.	6.63	80.4	82.9	0.4	6.1	16.2	23.6	14.1	10.1
Fisher Scientific International Inc.	35.75	1,584.0	2,586.5	1.0	11.7	16.3	50.0	NM	NM
Henry Schein, Inc.	18.25	744.5	1,089.9	0.5	7.4	9.1	13.0	11.3	9.7
McKesson HBOC, Inc.	16.88	4,754.5	5,905.7	0.2	10.2	16.8	44.9	14.0	10.3
Owens & Minor, Inc.	10.50	344.7	650.5	0.2	7.4	9.6	15.0	11.2	9.9
Patterson Dental Company	51.38	1,736.0	1,649.2	1.7	16.3	18.0	28.7	24.5	20.6
Priority Healthcare Corporation	50.19	1,189.9	1,090.7	2.3	30.8	32.0	44.5	37.5	28.4
PSS World Medical, Inc.	9.59	681.4	875.9	0.5	7.9	9.6	12.4	10.8	9.3
Synacor International Corp.	48.88	675.3	739.1	1.4	12.5	18.7	30.7	26.3	22.2
Mean:				0.8x	12.3x	15.7x	27.3x	18.5x	15.1x
Median:				0.5	10.7	16.2	26.1	14.1	10.6
High:				2.3	30.8	32.0	50.0	37.5	28.4
Low:				0.1	6.1	9.1	9.5	7.9	6.2

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Valuation analysis

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Comparable companies valuation

(\$000)	Estimated valuation range	TEV as a multiple of:		Equity value to:	
		LTM revenue	LTM EBITDA	2000E net income	2001E net income
PBM companies	0.3x - 0.7x		8.0x - 12.0x	13.5x - 23.0x	10.0x - 18.0x
Specialty distribution	0.1 - 1.5		6.0 - 9.0	8.0 - 30.0	7.0 - 20.0
Relevant range	0.1x - 1.5x		6.0x - 12.0x	8.0x - 30.0x	7.0x - 20.0x
Caddy parameter	\$96.671		\$1,669	\$2,469	\$3,517
Implied enterprise value	\$9,667 - \$145,007		\$10,014 - \$20,028	\$19,752 - \$74,070	\$24,619 - \$70,340

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Source: L3Harris, PricewaterhouseCoopers

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
Selected recent transactions in the PBM industry

	Equity purchase price	TEV as a multiple of LTM:				Equity purchase price as a multiple of:		
		TEV	Revenue	EBITDA	EBIT	Trailing net income	Forward net income	Book value
05/04/00	\$222	\$208	0.2x	7.9x	11.4x	20.1x	16.2x	1.6x
ProVantage Health Services, Inc./ Merck & Co. (Medco)								
02/09/99	700	700	3.3	11.7	NM	NM	NA	NM
Diversified Pharmacy Services, Inc./ Express Scripts Inc.								
02/24/98	267	316	7.2	17.5	19.5	25.6	NA	NM
Preferred Payment Systems, Inc./w Concentra Managed Care, Inc.								
02/20/98	445	445	0.9	11.3	21.6	53.8	NA	NA
ValueFX/ Express Scripts Inc.								
04/15/97	1,124	1,122	0.6	6.5	8.5	15.4	12.7	1.7
Value Health, Inc./w Columbia/HCA Healthcare Corporation								
	Mean:		2.3x	11.0x	15.3x	28.7x	14.5x	1.7x
	Median:		0.6	11.3	15.5	22.9	14.5	1.7
	High:		7.2	17.5	21.6	53.8	16.2	1.7
	Low:		0.2	6.5	8.5	15.4	12.7	1.6

(1) Preferred Payment numbers from S-1 filed November 21, 1997. The 920 numbers are annualized due to the acquisition of About Health, Inc. Terms presented here were renegotiated and announced 4/15/97. Original deal was announced 7/15/97; premiums are presented for periods prior to original announcement. Figures exclude pre-tax non-recurring charges of \$3.5MM and \$10.5MM in 1995.

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Selected recent transactions in the specialty distribution industry

(Date)	Date ann.	Target/acquirer	Equity purchase price	TEV as a multiple of LTM:				Equity purchase price as a multiple of:		
				TEV	Revenue	EBITDA	EBIT	Trailing net income	Forward net income	Book value
	04/29/99	C.D. Smith Healthcare Inc./ AmariSource Health Corp.	\$79.9	\$171.1	0.2x	9.8x	11.1x	18.6x	11.9x	NA
	10/06/98	Alliance Corp./ Cardinal Health, Inc.	4,728.4	5,582.2	1.2	15.7	24.0	44.2	NA	5.1
	05/18/98	R.P. Scherer Corp./ Cardinal Health, Inc.	2,303.2	2,438.7	3.9	18.8	22.6	33.0	32.4	5.8
	12/17/97	Suburban Colony Supply Co./ Invacare, Inc.	135.0	130.4	1.4	14.1	15.3	29.4	NA	4.0
	12/15/97	Gul South Medical Supply, Inc./ Physician Sales & Service, Inc.	885.5	636.3	2.5	26.0	27.5	43.2	NM	4.4
	09/23/97	AmariSource Health Corporation/ McKesson Corporation	1,738.9	2,187.3	0.3	19.3	21.4	39.0	23.8	NM
	08/25/97	Bergen Brunswig Corporation/ Cardinal Health, Inc.	2,490.7	2,877.1	0.2	13.8	17.0	30.1	24.3	4.0
	08/04/97	Sullivan Dental Products, Inc./ Henry Schein, Inc.	318.8	314.3	1.2	18.7	21.8	34.9	25.2	3.8
	06/05/97	Fisher Scientific International, Inc./ Thomas H. Lee Co.	1,041.0	1,339.8	0.6	8.9	12.8	23.4	17.2	2.6
	03/07/97	Micro Bio-Medics, Inc./ Henry Schein, Inc.	109.4	117.0	0.7	22.7	30.9	62.7	NA	3.5
	01/28/97	General Medical, Inc./ McKesson Corporation	547.0	782.9	0.4	12.7	16.1	NA	NA	NA
		Mean:			1.2x	16.4x	20.1x	35.9x	22.4x	4.2x
		Median:			0.8	15.7	21.4	34.0	24.0	4.0
		High:			3.9	26.0	30.9	62.7	32.4	5.8
		Low:			0.2	8.9	11.1	18.6	11.9	2.6

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Valuation analysis

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Precedent transactions valuation

(\$000)	TEV as a multiple of:		Equity value to:	
	LTM revenue	LTM EBITDA	Forward net income	
Estimated valuation range				
PBM companies	0.2x - 0.3x	8.0x - 18.0x	12.0x - 16.0x	
Specialty distribution	0.2 - 0.4	10.0 - 20.0	12.0 - 25.0	
Relevant range	0.2x - 0.4x	8.0x - 20.0x	12.0x - 25.0x	
Caddy parameter	\$96,671	\$1,669	\$2,469	
Implied enterprise value	\$19,334 - \$39,558	\$19,353 - \$33,384	\$29,631 - \$61,732	

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Valuation analysis

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Discounted cash flow valuation

Summary projections

	2000E	2001E	2002E	2003E	2004E
(\$000)					
EBITDA	\$4,598	\$6,315	\$8,900	\$11,700	\$15,200
Less: depreciation	(550)	(550)	(550)	(550)	(550)
EBITA	4,048	5,765	8,350	11,150	14,650
Less: Taxes on EBITA	(1,579)	(2,248)	(3,257)	(4,349)	(5,714)
After tax EBITA	2,470	3,517	5,094	6,802	8,937
Plus: Depreciation	550	550	550	550	550
Capital expenditures	(300)	(300)	(300)	(300)	(300)
Investment in working capital	(4,978)	(6,770)	(787)	(8,103)	(9,322)
Free cash flow	(2,258)	(3,004)	4,556	(1,051)	(135)

Total enterprise value⁽¹⁾

LTM EBITDA exit multiple

	8.0x	9.0x	10.0x
Discount rate			
25.0%	42,457	48,025	53,594
30.0	35,237	39,905	44,573
35.0	29,399	33,337	37,276
40.0	24,641	27,985	31,329

(1) Discounted to June 30, 2000.

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Deutsche Banc Alex. Brown
Deutsche Bank Securities, Inc.
One South Street
Baltimore, MD 21202

June 9, 2000

Board of Directors
CORAM HEALTHCARE CORPORATION
1125 Seventeenth Street, Suite 2100
Denver, CO 80202

ATTN: Mr. Daniel D. Crowley
Chairman of the Board

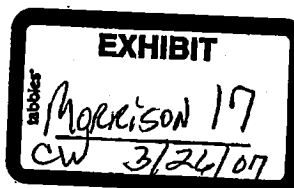
Lady and Gentlemen:

Deutsche Bank Securities Inc. ("Deutsche Bank") has acted as financial advisor to Coram Healthcare Corporation (the "Company") in connection with the sale of the mail order services business and pharmacy benefit management services business (collectively, the "Business") of Curaflex Health Services, Inc., a wholly owned subsidiary of the Company (the "Subsidiary"), to Curascript Pharmacy, Inc. and Curascript PBM Services, Inc., (collectively, the "Buyer") pursuant to the Asset Purchase Agreement, dated as of June 9, 2000 by and among the Subsidiary, the Company, the buyer and GTCR Fund VI (the "Agreement").

As set forth more fully in the Agreement, the Buyer will purchase substantially all the assets used in the Business from the Subsidiary and the Buyer will assume substantially all the liabilities relating to the Business, other than certain excluded liabilities, for a purchase price of \$41,300,000 in cash less the amount of certain liabilities to employees to be assumed by the Buyer (the "Consideration").

You have requested Deutsche Bank's opinion, as investment bankers, as to the fairness, from a financial point of view, to the Company of the Consideration to be received by the Subsidiary in connection with the Transaction.

In connection with Deutsche Bank's role as financial advisor to the Company, and in arriving at its opinion, Deutsche Bank has reviewed certain financial and other information concerning the Business and certain internal analyses furnished to it by the Company and Subsidiary. Deutsche Bank has also held discussions with members of the senior management of the Company and Subsidiary regarding the business and prospects of the Business. In addition, Deutsche Bank has (i) compared certain financial information for the Subsidiary with similar information for certain other companies whose securities are publicly traded; (ii) reviewed the financial terms of certain recent business combinations which it deemed comparable in whole or in part; (iii) reviewed the terms of the Agreement and certain related documents, and (iv) performed such other studies and analyses and considered such other factors as it deemed appropriate.



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CORAM HEALTHCARE CORPORATION
 June 9, 2000
 Page 2

Deutsche Bank has not assumed responsibility for independent verification of, and has not independently verified any information furnished to it, concerning the Business, including, without limitation, any financial information, forecasts or projections considered in connection with the rendering of its opinion. Accordingly, for purposes of its opinion, Deutsche Bank has assumed and relied upon the accuracy and completeness of all such information and Deutsche Bank has not conducted a physical inspection of any of the properties or assets, and has not prepared or obtained any independent evaluation or appraisal of any of the assets or liabilities, of the Business. With respect to the financial forecasts and projections made available to Deutsche Bank and used in its analyses, Deutsche Bank has assumed that they have been reasonably prepared on bases reflecting the best currently available estimates and judgments of the management of the Company and Subsidiary as to the matters covered thereby. In rendering its opinion, Deutsche Bank expresses no view as to the reasonableness of such forecasts and projections or the assumptions on which they are based. Deutsche Bank's opinion is necessarily based upon economic, market and other conditions as in effect on, and the information made available to it as of, the date hereof.

For purposes of rendering its opinion, Deutsche Bank has assumed that, in all respects material to its analysis, the representations and warranties of the Subsidiary contained in the Agreement are true and correct.

This opinion is addressed to, and is for the use and benefit of, the Board of Directors of the Company. This opinion is limited to the fairness, from a financial point of view, to the Company of the Consideration to be received by the Subsidiary in connection with the Transaction, and Deutsche Bank expresses no opinion as to the merits of the underlying decision by the Company and the Subsidiary to engage in the Transaction.

Deutsche Bank will be paid a fee for its services as financial advisor to the Company in connection with the Transaction. We are an affiliate of Deutsche Bank AG (together with its affiliates, the "DB Group"). In the ordinary course of business, members of the DB Group may actively trade in the securities and other instruments and obligations of the Company for their own accounts and for the accounts of their customers, or have other business dealings with GTCR Fund VI, LP or other GTCR affiliates. Accordingly, the DB Group may at any time hold a long or short position in such securities, instruments and obligations of the Company, or have other pending business with GTCR Fund VI, LP or other GTCR affiliates.

Based upon and subject to the foregoing, it is Deutsche Bank's opinion as investment bankers that the Consideration to be received by the Subsidiary in connection with the Transaction is fair, from a financial point of view, to the Company. *

Very truly yours,

Deutsche Bank Securities Inc.
 DEUTSCHE BANK SECURITIES INC.

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== TOTAL PAGE. 03 ==

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-----BEGIN PRIVACY-ENHANCED MESSAGE-----

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Originator-Name: webmaster@www.sec.gov

Originator-Key-Asymmetric:

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ACCESSION NUMBER: 0000912057-00-033436

CONFORMED SUBMISSION TYPE: SC 13D/A

PUBLIC DOCUMENT COUNT: 3

FILED AS OF DATE: 20000727

GROUP MEMBERS: AEOW '96, L.L.C.

GROUP MEMBERS: ANDREW BLANK

GROUP MEMBERS: BEDFORD OAK ADVISORS, L.L.C.

GROUP MEMBERS: BEDFORD OAK PARTNERS, L.P.

GROUP MEMBERS: BERNARD OSHER

GROUP MEMBERS: BERNARD OSHER TRUST UTA DATED 3-8-88

GROUP MEMBERS: F. PHILIP HANDY

GROUP MEMBERS: HARRY HELLER FALK

GROUP MEMBERS: HARVEY P. EISEN

GROUP MEMBERS: HELLER FAMILY LIMITED PARTNERSHIP

GROUP MEMBERS: JACKSON SQUARE MANAGEMENT, LLC

GROUP MEMBERS: JACKSON SQUARE PARTNERS, L.P.

GROUP MEMBERS: JB CAPITAL MANAGEMENT, INC.

GROUP MEMBERS: JEANMAIRE WEINSTEIN

GROUP MEMBERS: JEROME BLANK

GROUP MEMBERS: LURIE ANN & ROBERT H FAMILY FOUNDATION

GROUP MEMBERS: MARK SLEZAK

GROUP MEMBERS: MICHIKO D. BALDRIDGE

GROUP MEMBERS: PETER IMBER

GROUP MEMBERS: RHH COMPANY

GROUP MEMBERS: RICHARD L. HAYDON

GROUP MEMBERS: SAMSTOCK, L.L.C.

GROUP MEMBERS: SCOTT DALTON

GROUP MEMBERS: WILL K. WEINSTEIN

GROUP MEMBERS: WILL K. WEINSTEIN REVOCABLE TRUST UTA DATED 2/27/90

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME:

CORAM HEALTHCARE CORP

CENTRAL INDEX KEY:

0000924174

STANDARD INDUSTRIAL CLASSIFICATION:

[8082

IRS NUMBER:

330615337

STATE OF INCORPORATION:

DE

FISCAL YEAR END:

1231

</COMPANY-DATA>

FILING VALUES:

FORM TYPE:

SC 13D/A

SEC ACT:

SEC FILE NUMBER:

005-43605

FILM NUMBER:

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7
DEP. EXH. #

Date: 3/22/07

<http://www.sec.gov/Archives/edgar/data/924174/000091205700033436/0000912057-00-03...> 3/8/2007

BUSINESS ADDRESS:

STREET 1: 1125 SEVENTEENTH ST STE 21
 CITY: DENVER
 STATE: CO
 ZIP: 80202
 BUSINESS PHONE: 3032924973

</BUSINESS-ADDRESS>

MAIL ADDRESS:

STREET 1: ONE LAKESHORE CENTRE
 STREET 2: 3281 GUASTI ROAD SUI
 CITY: ONTARIO
 STATE: CA
 ZIP: 91761

</MAIL-ADDRESS>

</SUBJECT-COMPANY>

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME:
 CENTRAL INDEX KEY:
 STANDARD INDUSTRIAL CLASSIFI

] </COMPANY-DATA>

FILING VALUES:

FORM TYPE:

</FILING-VALUES>

BUSINESS ADDRESS:

STREET 1:
 STREET 2:
 CITY:
 STATE:
 ZIP:
 BUSINESS PHO

</BUSINESS-ADDRESS>

MAIL ADDRESS

STRE
 STRE
 CITY
 STAT
 ZIP:

</MAIL-ADDRESS>

</FILED-BY>

</SEC-HEADER>

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SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

<http://www.sec.gov/Archives/edgar/data/924174/000091205700033436/0000912057-00-03...> 3/8/2007

SCHEDULE 13D
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(AMENDMENT NO. 1)*

Coram Healthcare Corp.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

218103109

(CUSIP Number)

Richard F. Levy, Esq.
Alzheimer & Gray
10 South Wacker Drive
Chicago, Illinois 60606
(312) 715-4600

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

JULY 25, 2000

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: / /

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. SEE Rule 13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended ("Act"), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, SEE the NOTES).

CUSIP No. 218103109

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Ann & Robert H. Lurie Foundation (f/k/a Ann & Robert H. Lurie Family Foundation)
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /
(b) /X/
3. SEC USE ONLY
4. SOURCE OF FUNDS: Not applicable
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

/ /
6. CITIZENSHIP OR PLACE OF ORGANIZATION: Illinois
- | NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | |
|--|--------------------------------------|
| | 7. SOLE VOTING POWER: 3,999,900 |
| | 8. SHARED VOTING POWER: -0- |
| | 9. SOLE DISPOSITIVE POWER: 3,999,900 |
| | 10. SHARED DISPOSITIVE POWER: -0- |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

3,999,900

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 8.1% (1)

14. TYPE OF REPORTING PERSON: OO (Illinois not-for-profit corporation)

- (1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Mark Slezak

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

7. SOLE VOTING POWER: 606,000

8. SHARED VOTING POWER: -0-

WITH

9. SOLE DISPOSITIVE POWER: 606,000

10. SHARED DISPOSITIVE POWER: -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
606,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES: / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.2% (1)

14. TYPE OF REPORTING PERSON: IN

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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CUSIP No. 218103109.

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Samstock, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /

(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

/ /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: 450,000

8. SHARED VOTING POWER: -0-

9. SOLE DISPOSITIVE POWER: 450,000

10. SHARED DISPOSITIVE POWER: -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 450,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

/ /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.9% (1)

14. TYPE OF REPORTING PERSON: OO (Delaware limited liability company)

- (1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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CUSIP No. 218103109

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Jeanmaire Weinstein

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable.

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e):

/ /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: 450,000

8. SHARED VOTING POWER: -0-

9. SOLE DISPOSITIVE POWER: 450,000

10. SHARED DISPOSITIVE POWER: -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

450,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES:

/ /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.9% (1)

14. TYPE OF REPORTING PERSON: IN

- (1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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CUSIP No. 218103109

13D

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Jackson Square Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /

(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e):

/ /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: California

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: 1,965,000

8. SHARED VOTING POWER: -0-

9. SOLE DISPOSITIVE POWER: 1,965,000

10. SHARED DISPOSITIVE POWER: -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,965,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.0% (1)

14. TYPE OF REPORTING PERSON: OO (a California limited partnership)

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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<PAGE>

CUSIP No. 218103109

13D

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Jackson Square Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /

(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: California

<http://www.sec.gov/Archives/edgar/data/924174/000091205700033436/0000912057-00-03...> 3/8/2007

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: 1,965,000

8. SHARED VOTING POWER: -0-

9. SOLE DISPOSITIVE POWER: 1,965,000

10. SHARED DISPOSITIVE POWER: -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
1,965,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES: / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.0% (1)

14. TYPE OF REPORTING PERSON: OO (a California limited liability company)

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30,
2000, as reported in the Issuer's most recent Form 10-Q.

7

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CUSIP No. 218103109

13D

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS. (ENTITIES ONLY):

Will K. Weinstein Revocable Trust UTA dated 2-27-90

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /

(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e):

6. CITIZENSHIP OR PLACE OF ORGANIZATION: California

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: -0-

8. SHARED VOTING POWER: 2,015,000

9. SOLE DISPOSITIVE POWER: -0-

10. SHARED DISPOSITIVE POWER: 2,015,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
2,015,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES:

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.1% (1)

14. TYPE OF REPORTING PERSON: OO (a California revocable trust)

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30,
2000, as reported in the Issuer's most recent Form 10-Q.

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<PAGE>

CUSIP No. 218103109

13D

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Will K. Weinstein

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) / /

(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e):

/ /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: -0-

8. SHARED VOTING POWER: 2,015,000

9. SOLE DISPOSITIVE POWER: -0-

10. SHARED DISPOSITIVE POWER: 2,015,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,015,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES:

/ /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.1% (1)

14. TYPE OF REPORTING PERSON: IA

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

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<PAGE>

CUSIP No. 218103109

13D

Page 10 of 39 Pages

1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Peter Imber

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /

(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e):

/ /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: -0-

8. SHARED VOTING POWER: 1,965,000

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9. SOLE DISPOSITIVE POWER: -0-

10. SHARED DISPOSITIVE POWER: 1,965,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,965,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES: / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.0% (1)

14. TYPE OF REPORTING PERSON: IN

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30,
2000, as reported in the Issuer's most recent Form 10-Q.

10

<PAGE>

CUSIP No. 218103109

13D

Page 11 of 39 Pages

1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Scott Dalton

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /

(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

<http://www.sec.gov/Archives/edgar/data/924174/000091205700033436/0000912057-00-03...> 3/8/2007

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

/ /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: -0-

8. SHARED VOTING POWER: 1,965,000

9. SOLE DISPOSITIVE POWER: -0-

10. SHARED DISPOSITIVE POWER: 1,965,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,965,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

/ /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.0% (1)

14. TYPE OF REPORTING PERSON: IN

- (1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

11

<PAGE>

CUSIP No. 218103109

13D

Page 12 of 39 Pages

-
1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):
Michiko D. Baldridge
-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) /./
(b) /X/
-
3. SEC USE ONLY
-
4. SOURCE OF FUNDS: Not applicable
-
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e):
/ /
-
6. CITIZENSHIP OR PLACE OF ORGANIZATION: United States
- | | |
|--|---|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7. SOLE VOTING POWER: -0-

8. SHARED VOTING POWER: 1,965,000

9. SOLE DISPOSITIVE POWER: -0-

10. SHARED DISPOSITIVE POWER: 1,965,000
----- |
|--|---|
-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
1,965,000
-
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES: / /
-
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.0% (1)

14. TYPE OF REPORTING PERSON: IN

- (1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

12

<PAGE>

CUSIP No. 218103109

13D

Page 13 of 39 Pages

1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Jerome Blank

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) / /

(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e):

/ /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER: 400,000

8. SHARED VOTING POWER: -0-

<http://www.sec.gov/Archives/edgar/data/924174/000091205700033436/0000912057-00-03...> 3/8/2007

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9. SOLE DISPOSITIVE POWER: 400,000

10. SHARED DISPOSITIVE POWER: -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

400,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.8% (1)

14. TYPE OF REPORTING PERSON: IN

(1) Based on 49,638,452 shares of Common Stock outstanding as of April 30, 2000, as reported in the Issuer's most recent Form 10-Q.

13

<PAGE>

CUSIP No. 218103109

13D

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1. NAME OF REPORTING PERSON
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

AEOW '96, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / /

(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS: Not applicable

<http://www.sec.gov/Archives/edgar/data/924174/000091205700033436/0000912057-00-03...> 3/8/2007